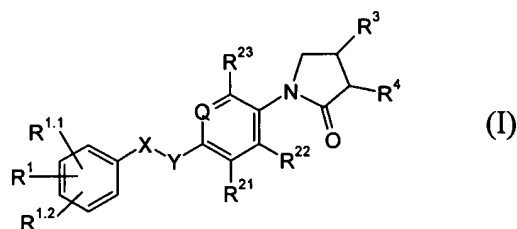


**CLAIM AMENDMENTS**

1. (Original) A compound of the formula I



wherein

Q is =N- or =C(R<sup>24</sup>)-;

X-Y is -CH<sub>2</sub>-CH<sub>2</sub>-, -CH=CH- or -CH<sub>2</sub>-O-;

R<sup>1</sup>, R<sup>1.1</sup> and R<sup>1.2</sup> independently from each other are selected from the group consisting of hydrogen, halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;

R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> independently from each other are selected from the group consisting of hydrogen and halogen;

R<sup>24</sup> is hydrogen, halogen or methyl;

R<sup>3</sup> is -NHR<sup>6</sup>;

R<sup>4</sup> is hydrogen; and

R<sup>6</sup> is -C(O)H, -C(O)-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, C(O)-halogen-(C<sub>1</sub>-C<sub>3</sub>)alkyl, -C(O)O(C<sub>1</sub>-C<sub>3</sub>)-alkyl, -C(O)NH<sub>2</sub> or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

or an individual isomer or racemic or non-racemic mixture thereof.

2. (Original) A compound of claim 1 wherein Q is =C(R<sup>24</sup>)-.

3. (Original) A compound of claim 2 wherein  $R^{24}$  is hydrogen; X-Y is  $-\text{CH}_2\text{-O}-$ ;  $R^{1.1}$  and  $R^{1.2}$  are hydrogen;  $R^1$  is hydrogen or halogen;  $R^{21}$ ,  $R^{22}$ , and  $R^{23}$  are hydrogen;  $R^4$  is hydrogen, and  $R^3$  is  $\text{NHR}^6$ .

4. (Original) A compound of claim 3 wherein  $R^6$  is  $\text{COOH}$ ,  $\text{C(O)CH}_3$ ,  $\text{C(O)CH}_2\text{F}$ ,  $\text{C(O)CHF}_2$ ,  $\text{C(O)CF}_3$ ,  $\text{C(O)OCH}_3$ ,  $\text{C(O)NH}_2$ , or  $\text{SO}_2\text{CH}_3$ .

5. (Original) A compound of claim 1 wherein Q is  $=\text{CH}-$ ,  $=\text{CF}-$ , or  $=\text{C}(\text{CH}_3)-$ .

6. (Original) A compound of claim 1 wherein Q is  $=\text{N}-$ .

7. (Original) A compound of claim 1 wherein X-Y is  $-\text{CH}_2\text{-O}-$ .

8. (Original) A compound of claim 1 wherein X-Y is  $-\text{CH}_2\text{-CH}_2-$  or  $-\text{CH}=\text{CH}-$ .

9. (Original) A compound of claim 1 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  independently are selected from the group consisting of hydrogen, halogen, cyano, methyl, halogenmethyl, methoxy or halogenmethoxy.

10. (Original) A compound of claim 1 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  are halogen.

11. (Original) A compound of claim 10 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  are fluoro.

12. (Original) A compound of claim 11 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  are 2,4,6-trifluoro, 2,4,5-trifluoro, 2,3,6-trifluoro, 2,3,4-trifluoro, or 3,4,5-trifluoro.

13. (Original) A compound of claim 1 wherein  $R^{1.2}$  is hydrogen and  $R^1$  and  $R^{1.1}$  independently from each other are selected from the group consisting of hydrogen, halogen, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy.
14. (Original) A compound of claim 13 wherein  $R^1$  and  $R^{1.1}$  independently are halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.
15. (Original) A compound of claim 14 wherein  $R^{1.1}$  is halogen and  $R^1$  is halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.
16. (Original) A compound of claim 1 wherein  $R^1$ ,  $R^{1.1}$  and  $R^{1.2}$  are hydrogen.
17. (Original) A compound of claim 1 wherein  $R^{1.1}$  and  $R^{1.2}$  are hydrogen and  $R^1$  is selected from the group consisting of hydrogen, halogen, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy.
18. (Original) A compound of claim 17 wherein  $R^1$  is halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.
19. (Original) A compound of claim 17 wherein  $R^1$  is selected from the group consisting of hydrogen, halogen, cyano, methyl, halogenmethyl, methoxy or halogenmethoxy.
20. (Original) A compound of claim 19 wherein  $R^1$  is halogenmethoxy.
21. (Original) A compound of claim 20 wherein  $R^1$  is 3-trifluoromethoxy.

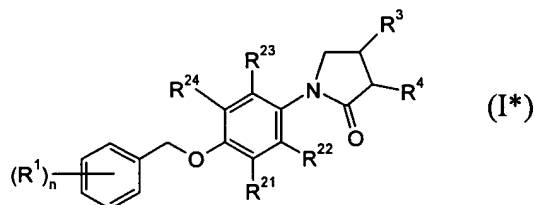
22. (Original) A compound of claim 19 wherein  $R^1$  is fluoro.
23. (Original) A compound of claim 22 wherein  $R^1$  is 3-fluoro or 4-fluoro.
24. (Original) A compound of claim 19 wherein  $R^1$  is methyl.
25. (Original) A compound of claim 24 wherein  $R^1$  is 4-methyl.
26. (Original) A compound of claim 19 wherein  $R^1$  is chloro.
27. (Original) A compound of claim 26 wherein  $R^1$  is 3-chloro.
28. (Original) A compound of claim 19 wherein  $R^1$  is CN.
29. (Original) A compound of claim 19 wherein  $R^1$  is halogenmethyl.
30. (Original) A compound of claim 29 wherein  $R^1$  is 3-trifluoromethyl.
31. (Original) A compound of claim 19 wherein  $R^1$  is methoxy.
32. (Original) A compound of claim 31 wherein  $R^1$  is 2-methoxy, 3-methoxy, or 4-methoxy.
33. (Original) A compound of claim 1 wherein  $R^{21}$ ,  $R^{22}$  and  $R^{23}$  are hydrogen.

34. (Original) A compound of claim 1 wherein  $R^{24}$  is hydrogen.

35. (Original) A compound of claim 1 wherein  $R^3$  is  $-NHR^6$  wherein  $R^6$  is  $-C(O)H$ ,  $-C(O)-CH_3$ ,  $-C(O)-CH_2F$ ,  $-C(O)-CHF_2$ ,  $-C(O)-CF_3$ ,  $-C(O)O-CH_3$ ,  $-C(O)-NH_2$  or  $-SO_2-CH_3$ .

36. (Original) A compound of claim 1 wherein the compound has (S)-configuration.

37. (Original) A compound of the formula I\*



wherein

$R^1$  is halogen, halogen-( $C_1-C_6$ )-alkyl, cyano, ( $C_1-C_6$ )-alkoxy or halogen-( $C_1-C_6$ )-alkoxy;

$R^{21}$ ,  $R^{22}$ ,  $R^{23}$  and  $R^{24}$  independently from each other are selected from the group consisting of hydrogen and halogen;

$R^3$  is  $-NHR^6$ ;

$R^4$  is hydrogen;

$R^6$  is  $-CO-(C_1-C_3)$ -alkyl or  $-SO_2-(C_1-C_3)$ -alkyl; and

$n$  is 0, 1, 2 or 3;

or an individual isomer or a racemic or non-racemic mixture thereof.

38. (Original) A compound of claim 37 wherein  $R^3$  is  $NHR^6$ ;  $R^6$  is  $-CO-(C_1-C_6)$ -alkyl or  $-SO_2-(C_1-C_6)$ -alkyl; and  $R^4$  is hydrogen.

39. (Original) A compound of claim 37 wherein n is 1 or 2.

40. (Original) A compound of claim 37 wherein n is 0 or 1.

41. (Original) A compound of claim 37 wherein n is 1.

42. (Original) A compound of claim 37 wherein  $R^1$  is halogen or halogen- $(C_1-C_6)$ -alkyl.

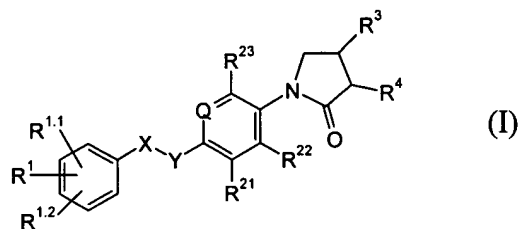
43. (Original) A compound of claim 42 wherein  $R^1$  is fluoro, chloro, or trifluoromethyl.

44. (Original) A compound selected from the group consisting of  
(RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,  
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,  
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,  
(RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-carbamic acid methyl ester,  
(RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-urea, and  
(RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-methanesulfonamide.

45. (Original) A compound selected from the group consisting of  
(S)-2-fluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-2,2-difluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-2,2,2-trifluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(RS)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(R)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(RS)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,  
(RS)-N-[1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidin-3-yl]-acetamide, and  
(RS)-N-{1-[4-(2-fluoro-benzyloxy-phenyl)-5-oxo-pyrrolidin-3-yl]-acetamide.

46. (Original) A compound selected from the group consisting of  
(RS)-(E)-N-(1-{4-[2-(3-fluoro-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidin-3-yl)-acetamide,  
(RS)-N-(1-{4-[2-(3-fluoro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidin-3-yl)-acetamide,  
(RS)-N-{1-[6-(4-fluoro-benzyloxy)-pyridin-3-yl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(3-chloro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(2,6-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{5-oxo-1-[4-(2,4,6-trifluoro-benzyloxy)-phenyl]-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(3-methoxy-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{5-oxo-1-[4-(4-trifluoromethyl-benzyloxy)-phenyl]-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(4-methyl-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide, and  
(S)-N-{1-[4-(3-cyano-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide.

47. (Original) A composition comprising a compound of formula I



wherein

Q is =N- or =C( $R^{24}$ )-;

X-Y is  $-\text{CH}_2\text{-CH}_2-$ ,  $-\text{CH=CH}-$  or  $-\text{CH}_2\text{-O}-$ ;

$R^1$ ,  $R^{1.1}$  and  $R^{1.2}$  independently from each other are selected from the group consisting of hydrogen, halogen, halogen-( $\text{C}_1\text{-C}_6$ )-alkyl, cyano, ( $\text{C}_1\text{-C}_6$ )-alkoxy or halogen-( $\text{C}_1\text{-C}_6$ )-alkoxy;

$R^{21}$ ,  $R^{22}$  and  $R^{23}$  independently from each other are selected from the group consisting of hydrogen and halogen;

$R^{24}$  is hydrogen, halogen or methyl;

$R^3$  is  $-\text{NHR}^6$ ;

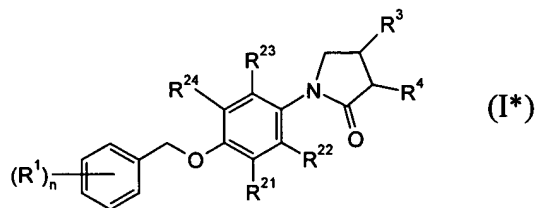
$R^4$  is hydrogen; and

$R^6$  is  $-\text{C(O)H}$ ,  $-\text{C(O)}-(\text{C}_1\text{-C}_3)\text{-alkyl}$ ,  $\text{C(O)-halogen}-(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  $-\text{C(O)O}(\text{C}_1\text{-C}_3)\text{-alkyl}$ ,  $-\text{C(O)NH}_2$  or  $-\text{SO}_2-(\text{C}_1\text{-C}_3)\text{-alkyl}$ ;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.



48. (Original) A composition comprising a compound of formula I\*



wherein

R<sup>1</sup> is halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;

$R^{21}$ ,  $R^{22}$ ,  $R^{23}$  and  $R^{24}$  independently from each other are selected from the group consisting of hydrogen and halogen;

$R^3$  is  $-NHR^6$ ;

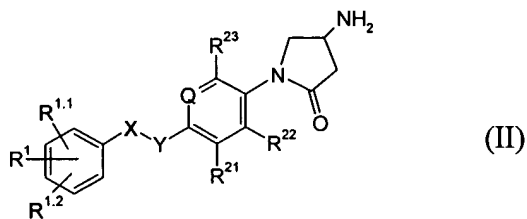
$R^4$  is hydrogen;

R<sup>6</sup> is -CO-(C<sub>1</sub>-C<sub>3</sub>)-alkyl or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl; and

$n$  is 0, 1, 2 or 3;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

49. (Original) A process for the preparation of compounds of formula I according to claim 1 comprising reacting a compound of formula II



with an isocyanate or an acyl donating agent of formula  $Z-C(O)-(C_1-C_3)\text{-alkyl}$ ,  $Z-C(O)\text{-halogen-}(C_1-C_3)\text{alkyl}$ ,  $Z-C(O)O(C_1-C_3)\text{-alkyl}$ , or  $Z-SO_2-(C_1-C_3)\text{-alkyl}$  wherein Z is an activating group.

Serial No. 10/667,087  
Filed: September 18, 2003

50. (Original) A method for the treatment of Alzheimer's disease comprising administering to an individual a therapeutically effective amount of a compound of claim 1.

51. (Original) A method for the treatment of senile dementia comprising administering to an individual a therapeutically effective amount of a compound of claim 1.